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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION CORP., et al.,	:	09-50026 (REG)
	:	
f/k/a GENERAL MOTORS CORP., et al.,	:	(Jointly Administered)
	:	
Debtors.	:	
	:	
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**ORDER PURSUANT TO 11 U.S.C. §§ 105 AND 363(b) TO
APPROVE ASSIGNMENT OF CLAIMS OF USW AND IAM TO A VEBA TRUST**

Upon the joint motion, dated March 30, 2011 (the “Joint Motion Concerning Assignment of Claims”) of United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union, AFL-CIO-CLC (“USW”) and International Association of Machinists and Aerospace Workers (“IAM”), pursuant to 11 U.S.C. §§ 105 and 363(b), for entry of an order approving the assignment of the claims of the USW and IAM to the Participating Union GM Bankruptcy Claim Health Care Reimbursement Trust (“the Trust”), as

more fully described in the Assignment of Claim Motion, the Court finds and determines the following:

- (a) Consideration of the Joint Motion Concerning Assignment of Claims and the relief requested therein is a core proceeding pursuant to 28 U.S.C. § 157(b).
- (b) Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.
- (c) The Court has jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334.
- (d) The relief sought in the Joint Motion Concerning Assignment of Claims is in the best interest of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Joint Motion Concerning Assignment of Claims establish just cause for the relief granted herein.
- (e) Notice of the Joint Motion Concerning Assignment of Claims, as provided therein was due and proper and no further notice of the Joint Motion Concerning Assignment of Claims is necessary.
- (f) Upon the record of the Hearing, and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:
 - 1. The Joint Motion Concerning Assignment of Claims is granted;
 - 2. The Transfer of Claim Agreements, attached to the Joint Motion Concerning Assignment of Claims as Exhibit B and C, which authorizes the Trust to, *inter alia*, reassign all or part of the claim without further approval of the Court, are approved.

3. This Court shall retain jurisdiction to hear and determine all matters arising from
or related to this Order.

Dated: New York, New York
_____, 2011

UNITED STATES BANKRUPTCY JUDGE